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**HEWLETT-PACKARD COMPANY**

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE HEWLETT-PACKARD COMPANY  
SHAREHOLDER DERIVATIVE LITIGATION.

Master File No. 12-CV-6003 CRB

**DECLARATION OF MARC  
WOLINSKY IN SUPPORT OF  
DEFENDANT HEWLETT-PACKARD  
COMPANY'S REPLY  
MEMORANDUM IN FURTHER  
SUPPORT OF MOTION TO STAY**

This Document Relates to: All Actions

Date: Friday, September 6, 2013  
Time: 10:00 a.m.  
Dept.: Courtroom 6, 17th Floor  
Judge: Hon. Charles R. Brever

1 I, Marc Wolinsky, state as follows:

2 1. I am an attorney admitted to practice in New York and partner of the firm Wachtell,  
3 Lipton, Rosen & Katz. I am counsel for HP in this action and related matters, as a result of which I  
4 am knowledgeable regarding the facts set forth below. I respectfully submit this declaration in fur-  
5 ther support of HP's motion for a stay of this action.

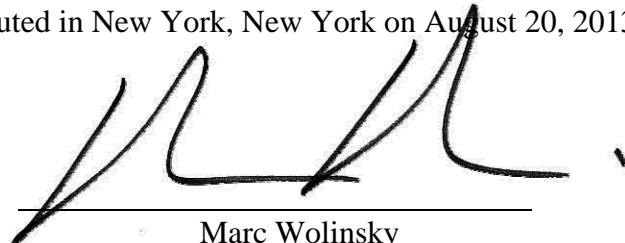
6 2. Enclosed for the convenience of the Court are true and correct copies of the following  
7 documents:

8 Ex. A Complaint filed on August 16, 2013 in the Superior Court of the  
9 state of California, County of Santa Clara, captioned *Noel v. Whit-*  
10 *man et al.*, Case No. 113CV251346.

11 Ex. B Declaration of Daniel Bookin, filed in *Moradi v. Adelson*, No. 11-  
12 cv-00490-APG-JNK (Docket No. 111-1).

13 Ex. C International Corporate Governance Network, *U.S. Activist investor*  
14 *named "Lifetime Achiever" as ICGN makes three Corporate Gov-*  
15 *ernance Awards* (available at <http://news.cision.com/international-corporate-governance-network--icgn-r/us-activist-investor-named--lifetime-achiever--as-icgn-makes-three-corporate-governance-awards,c9436073> (last visited August 20, 2013)).

16 I declare under penalty of perjury under the laws of the United States that the foregoing is  
17 true and correct and that this declaration was executed in New York, New York on August 20, 2013.



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Marc Wolinsky